

Supplier Diversity Report



2014

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I. Executive Message

At Nicor Gas we understand that there is more than a good way to do business – there is a right way. For us, doing business the right way includes embracing and promoting diversity and inclusion as a part of our efforts to benefit our company, our 2.2 million customers and the more than 650 communities we serve.

With this in mind, the AGL Resources Office of Diversity & Inclusion in partnership with our Supplier Diversity and Supply Chain teams work diligently to foster awareness, enhance collaboration and provide support, which in turn, helps our company and our diverse business partners build scale and competitive value while having a positive and lasting impact on the communities where we do business.

Evidence of our commitment to diversity and inclusion can be seen through our results. Over the past three years, our spending with diverse partners increased from \$28.6 million in 2012 to more than \$88 million in 2014 – an increase of more than 200 percent. This significant growth is a result of the thoughtful, proactive approach we are taking to enhance supplier diversity within our organization as well as the investments that we have made in our people, processes and technology, including a new system to track and record our second-tier spend. In 2014, our prime partners generated more than \$14 million of second-tier spend – 3.8 percent of our total expenditures.

While we are proud of the results reflected in our numbers, we are equally pleased with the relationships that we have fostered and the advocacy and development activities that took place throughout year. In 2014, we created our Prime Partner Pipeline, an initiative to ensure that our major supplier partnerships reflect our corporate commitment to diversity. We partnered with numerous advocacy and economic development organizations to host three supplier diversity summits attended by more than 500 participants, including other Illinois utilities and many elected officials.

We continue to develop alliances with organizations throughout the community that will allow us to expand our reach to potential business partners. We also expanded our community engagement by actively advocating our company's commitment to culture, inclusion and diversity at The Business Leadership Council, the Chicago Minority Supplier Development Council, the National Black Chamber of Commerce Convention and the Illinois Department of Commerce & Economic Opportunity Women Business Owners Symposium.

While we have made significant progress, our commitment is to build upon our foundational pillars of advocacy, development, procurement and reporting. For 2015 and beyond, we have established aggressive goals that align with our corporate objective of increasing diverse spend with minority-, women- and veteran-owned businesses to 20 percent by 2016.

We are pleased to submit our 2014 results and report on the progress of our Supplier Diversity program. Our efforts now and going forward will reflect our commitment to living our corporate values and working hard to be a company with which all of our stakeholders — employees, customers, suppliers, investors and neighbors — are proud to be connected.



Beth Reese
President, Nicor Gas

II. Terms and Definitions

Company	The investor-owned utility or other regulated entity whose Illinois operations are regulated by the Illinois Commerce Commission.
Prime Supplier	A first-tier supplier who invoices the Company directly for goods and services rendered.
Subcontract	A contract between a party to an original contract and a third-party to provide all or a specific part of the goods or services required in the original contract.
Subcontractor	A second-tier supplier that invoices the Company's prime suppliers for goods and services rendered.
Second-tier Program	Process in which prime suppliers are encouraged to share in supplier diversity goals of the Company by providing meaningful subcontracting opportunities to diverse suppliers in support of its contractual obligations to the Company.
Expenditures	The actual accounts payable dollars (spend) paid for the procurement of goods and services during the given report period.
Direct Expenditures	Products or services contracted out to a prime supplier that can be directly tied back to the specific Company contract.
Indirect Expenditures	Expenditures incurred by a prime supplier that are necessary to the operation of their business (overhead) or are associated with a commercially available product they provide directly to the Company.
Excluded Expenditures	Payments made for goods and services that are excluded from the calculations used in reporting diverse and total expenditures.
MWVSBE Expenditures	The actual accounts payable dollars (spend) paid for the procurement of goods and services from third-parties (MBE/WBE/VBE/SBEs) secured by a company, either directly or through subcontracting.
Goal	The measurement of the Company's targeted inclusion (typically measured in expenditures) of MBE/WBE/VBE/SBEs in the Company's procurement of goods and services throughout its supply chain.
Short-term Goal	Performance criteria established for the upcoming reporting period.
Mid-term Goal	Performance criteria established for a timeframe 2-3 years beyond the current reporting period.
Long-term Goal	Performance criteria established for a timeframe 3-5 years beyond the current reporting period.
Certification	A minority-, women- or veteran-owned firm whose ownership; control and operation have been verified by a qualified, independent third-party.
Operate	The process of being actively involved in the day-to-day management and not merely acting as officers or directors (determined by the certifying entities).

Minority Business Enterprise	A business enterprise that is at least 51 percent owned by a minority individual or group(s); or if a publicly owned business, at least 51 percent of the stock of which is owned by one or more minority groups; and whose management and daily business operations are controlled by one or more of such individuals. The categories of minority include, but are not limited to: African Americans, Hispanic Americans, Native Americans, Asian-Pacific Americans and Asian Indian Americans.
Women Business Enterprise	A business enterprise that is at least 51 percent owned by a woman or women or if a publicly owned business, at least 51 percent of the stock of which is owned by one or more women; and whose management and daily business operations are controlled by one or more of such individuals.
Veteran Business Enterprise	A business enterprise that is at least 51 percent owned by one or more veterans, including service-disabled veterans. In the case of a publicly owned business, at least 51 percent of the stock is owned by one or more service-disabled veterans; and whose management and daily business operations are controlled by one or more such individuals.
Small Business Enterprise	A business enterprise that is independently owned and operated, is organized for profit, and is not dominant in its field. Depending on the industry, size standard eligibility is based on the average number of employees for the preceding 12 months or on sales volume averaged over a three-year period. Refer to the Small Business Administration, Small Business Sizing Standards.
Ethnic Group Codes	African Americans (AA) — persons having origin in any Black racial groups
	Hispanic Americans (HA) — persons of Mexican, Puerto Rican, Cuban, South or Central American, Caribbean, and other Spanish culture or origin.
	Native Americans (NA) — persons having origin in any of the original peoples of North America or the Hawaiian Islands, in particular, American Indians, Eskimos, Aleuts and Native Hawaiians.
	Asian-Pacific Americans (AP) — persons having origin in Japan, China, the Philippines, Vietnam, Korea, Samoa, Guam, the United States Trust Territories of the Pacific, Northern Marianas, Laos, Cambodia or Taiwan.
	Asian Indian Americans (AI) — persons having origin in India, Pakistan and Bangladesh.
	Women-Owned Business Enterprises (WF) — White Female Business Owner.

III. Summary of Minority-Owned, Women-Owned, Veteran-Owned and Small Business Enterprise Goals and Spending for the Year Ending, December 31, 2014.

Regulated Entity "Company" Information

Company Name:	Nicor Gas
Address:	1844 Ferry Road
	Naperville, IL 60563
Contact Person:	Jerrold Hill
Title:	Managing Director, Supplier Diversity
Phone Number:	(404)584-3613
E-mail address	jhill@aglresources.com
IL President*	Beth Reese; President, Nicor Gas

**or name of highest-ranking executive based in Illinois.*

MWVSBE Program Reporting

Expenditure and Vendor Utilization

2014

	Company Expenditures With All Suppliers				
				% of Overall	
Spend Category	Total Dollars (in thousands)			Actual	Goal
Overall	\$ 384,495			22.92%	20.65%
	Direct	2nd Tier	Total	Actual	Goal
MBE	\$21,413	\$3,103	\$24,516	6.38%	4.45%
WBE	\$13,213	\$11,201	\$24,414	6.35%	4.28%
VBE	\$1,182	\$433	\$1,615	0.42%	0.27%
SBE	\$37,569	\$-	\$37,569	9.77%	11.65%
Total MWVSBE	\$73,376	\$14,736	\$88,113	22.92%	20.65%

The data provided above includes direct and second-tier spend

2014

	Company Expenditures with Illinois Based Suppliers				
				% of Overall	
Spend Category	Total Dollars (in thousands)			Actual*	Goal
Overall	\$ 238,699			18.79%	NA
	Direct	2nd Tier	Total	Actual	Goal
MBE	\$839	\$2,240	\$3,078	1.29%	NA
WBE	\$10,437	\$8,410	\$18,847	7.90%	NA
VBE	\$288	\$433	\$721	0.30%	NA
SBE	\$22,229	\$-	\$22,229	9.31%	NA
Total MWVSBE	\$33,792	\$11,083	\$44,874	18.80%	NA

*Note: Illinois actual percent is expressed as a percent of total spend with Illinois-based suppliers

MWVSBE Spend by Product/Service Category

a) Minority Business Enterprises (MBE)

Product/Service Description	(\$s in thousands)
Pipeline & Construction Services	\$16,372
Professional & Technical Services	\$3,837
Materials	\$2,838
Fleet	\$2
Facilities	\$1,142
Other	\$325
Total MBE Spend	\$24,516

b) Women Business Enterprises (WBE)

Product/Service Description	(\$s in thousands)
Pipeline & Construction Services	\$11,689
Professional & Technical Services	\$10,893
Materials	\$872
Fleet	\$-
Facilities	\$289
Other	\$671
Total WBE Spend	\$24,414

c) Veteran Business Enterprises (VBE)

Product/Service Description	(\$s in thousands)
Pipeline & Construction Services	\$-
Professional & Technical Services	\$1,412
Materials	\$202
Fleet	\$-
Facilities	\$-
Other	\$-
Total VBE Spend	\$1,615

d) Small Business Enterprises (SBE)

Product/Service Description	(\$s in thousands)
Pipeline & Construction Services	\$11,126
Professional & Technical Services	\$12,932
Materials	\$5,103
Fleet	\$7,159
Facilities	\$1,110
Other	\$140
Total SBE Spend	\$37,569

e) Female Spend by Race and Product/Service Category (\$s in Thousands)

Female	African American	Asian Pacific American	Asian-Indian	Caucasian	Hispanic American	Multi-Ethnic American	Grand Total
Professional & Technical Services	\$25	\$723	\$-	\$10,838	\$561	\$32	\$12,179
Pipeline & Construction Services	\$218	\$-	\$-	\$10,478	\$145	\$996	\$11,837
Materials	\$-	\$-	\$-	\$676	\$196	\$-	\$872
Other	\$-	\$-	\$-	\$671	\$-	\$-	\$671
Facilities	\$3	\$-	\$201	\$85	\$168	\$-	\$456
Fleet	\$-	\$-	\$-	\$1	\$-	\$-	\$1
Total Female	\$246	\$723	\$201	\$22,749	\$1,070	\$1,028	\$26,016

The chart above reflects \$1.6 million of women-owned businesses that are certified and counted as MBEs in the MBE category results

Female	MBE	WBE	VBE	SBE	Grand Total
Professional & Technical Services	\$1,286	\$10,893	\$-	\$ -	\$12,179
Pipeline & Construction Services	\$148	\$11,689	\$-	\$ -	\$11,837
Materials	\$-	\$872	\$-	\$ -	\$872
Other	\$-	\$671	\$-	\$ -	\$671
Facilities	\$168	\$289	\$-	\$ -	\$456
Fleet	\$ -	\$1	\$-	\$ -	\$1
Total	\$1,602	\$24,414	\$-	\$ -	\$26,016

f) Male Spend by Race and Product/Service Category (\$s in Thousands)

Male	African American	Asian Pacific American	Asian-Indian	Caucasian	Hispanic American	Multi-Ethnic American	Grand Total
Pipeline & Construction Services	\$955	\$-	\$-	\$11,126	\$15,269	\$-	\$27,350
Professional & Technical Services	\$871	\$705	\$61	\$14,344	\$915	\$-	\$16,895
Materials	\$256	\$2,215	\$-	\$5,305	\$293	\$75	\$8,143
Fleet	\$-	\$-	\$-	\$7,158	\$2	\$-	\$7,160
Facilities	\$3	\$-	\$-	\$1,110	\$971	\$-	\$2,084
Other	\$325	\$-	\$-	\$140	\$-	\$-	\$464
Total Male	\$2,409	\$2,919	\$61	\$39,183	\$17,450	\$75	\$62,096

Male	MBE	WBE	VBE	SBE	Grand Total
Pipeline & Construction Services	\$16,224	\$0	\$0	\$11,126	\$27,350
Professional & Technical Services	\$2,551	\$0	\$1,412	\$12,932	\$16,895
Materials	\$2,838	\$0	\$202	\$5,103	\$8,143
Fleet	\$2	\$0	\$0	\$7,158	\$7,160
Facilities	\$974	\$0	\$0	\$1,110	\$2,084
Other	\$325	\$0	\$0	\$140	\$464
Total	\$22,914	\$0	\$1,615	\$37,568	\$62,096

Methodology for Assigning Certified Spend

Vendors who qualify for more than one classification are not double-counted. The reporting hierarchy for vendors certified in multiple classifications is race (MBE) first, gender (WBE) second (e.g. an African American woman-owned business is recorded as a MBE not a WBE). Expenditures with an African American woman who is also a Veteran are counted as either a MBE or VBE spend.

Supplier Diversity Performance

AGL Resources' corporate supplier diversity goals are developed at the highest levels of the organization by our Chairman, Chief Executive Officer and President, John Somerhalder and AGL Resources' Policy Committee members. The goals for each business unit, including Nicor Gas, are strategically aligned with our corporate goals and are a direct reflection of our commitment to increasing diverse supplier participation in every area of our business. Leaders throughout the organization and within all facets of our business are actively engaged in our supplier diversity program.

The success of our program is dependent on a commitment from every member of our AGL Resources team. Whether advocating for small and diverse businesses, providing mentoring and development support or making purchasing decisions, we all play a part in promoting diversity and inclusion and making our company, our communities and our country stronger.

At AGL Resources, our overarching goal is to improve year-over-year diverse supplier participation as measured by dollars spent. In 2014, this goal was exceeded in two ways – total dollars spent and the percentage of our total expenditures.

Nicor Gas' total expenditures increased from \$297 million in 2013 to \$384.5 million in 2014, a rate of 29 percent. Diverse spend over the same timeframe increased from \$44.6 million to \$88.1 million, an increase of 97.5 percent year-over-year.

In 2014, Nicor Gas established a supplier diversity goal of 20.65 percent spend with MWVSBE. This goal was exceeded by more than 11 percent as we achieved 22.92 percent of our total expenditures with diverse vendors.

Additionally, as a reflection of our commitment to improve our focus on impacting minority, women and veteran business enterprises, Nicor Gas leadership established a nine percent performance target for MWVBes in 2014. This performance target was exceeded by more than 46 percent as we achieved

13.15 percent of our total spend with MWVBEs in 2014. The results for minority, women and veteran business enterprises reflect our ongoing commitment to achieve our overall corporate goal of 20 percent with these groups by 2016.

- MBE spending increased from \$7.6 million in 2013 to \$24.5 million in 2014
- WBE spending increased from \$8.3 million in 2013 to \$24.4 million in 2014
- VBE spending increased from zero in 2013 to \$1.6 million in 2014
- SBE spending increased from \$27.7 million in 2013 to \$37.6 million in 2014

IV. Policies and Methodology

Company Diversity Procurement Policies

We believe that supplier diversity brings innovation, quality and an overall competitive value to our organization. As such, we are committed to maximizing procurement opportunities and proactively developing partnerships with diverse suppliers who provide quality and value along with competitive prices. We seek to further attract and advance diverse suppliers through our advocacy efforts, development initiatives, procurement policies and procedures and reporting mechanisms. Together, these four pillars – advocacy, development, procurement and reporting – set the foundation for our success.

Advocacy

Supplier Summits

Suppliers who register with our company are provided maximum access to business development opportunities through in-house trade shows and personal engagement with company personnel. We facilitate the development of strategic relationships between suppliers and employees who make purchasing decisions at Nicor Gas as well as with our prime and second-tier suppliers.

Development

Supplier Diversity Business Development Program

As part of our commitment to identifying, engaging and awarding business opportunities to diverse suppliers, Nicor Gas has developed a formal Supplier Diversity Business Development Program that offers mentoring, management consultation, business education and training support. The Supplier Diversity Business Development Program serves as a catalyst for business development by providing guidance, resources, networking, and customized services necessary to support business success within our Supplier Diversity initiative. Additional information can be found on the [company website](#).

Mentor Program

Our Mentor Program offers minority-, women- and veteran-owned businesses one-on-one mentoring with business leaders who possess the industry expertise to support diverse businesses in gaining a greater level of understanding around all areas of our business. Additional information regarding the Mentor Program can be found on the [company website](#).

Prime Partner Pipeline

The objective of the Prime Partner Pipeline is to facilitate the development and utilization of diverse suppliers through strategic partnerships with our key prime suppliers. Participation in our Prime Partner Pipeline requires each of our major suppliers with a minimum of \$100,000 in annual sales with the Company to provide a utilization plan for each bid they are awarded. The utilization plan describes the prime supplier's goals and objectives for diverse supplier procurement activity, and provides the Company a forecast for assessing and measuring second-tier spend with diverse suppliers.

Procurement

Supplier Database

In order to maximize diverse business participation in our procurement process, we introduced a single-source, end-to-end supply chain management tool that offers supplier registration, bid management, analytics and enhanced reporting capabilities. The system enables employees to search suppliers by product, service, company name or business classification and provides access to an expanded network of diverse suppliers in the energy sector.

Reporting

Second-Tier Program (Subcontracting Opportunities)

We consider second-tier supplier diversity (subcontracting) by our prime partners to be an important component of our supplier diversity program. Nicor Gas evaluates supplier diversity in our request-for-proposal decision matrix and we require our network of buyers and suppliers to provide meaningful contracting opportunities to minority-, women- and veteran-owned businesses. Because we understand the value supplier diversity brings to our company and our economy, we promote the development and utilization of diverse suppliers through our commitment and our Prime Partner Pipeline. In support of this objective, our supplier contracts have been revised to outline specific reporting requirements related to our subcontracting initiative. In September 2014, we formally launched our second-tier program to more than 300 prime partners across the enterprise. As a result of our investments in people, processes and technology, we are now tracking, assessing and reporting second-tier diverse spend.

Excluded Expenditures

For the purpose of determining eligible spend relative to the calculations used in this report, the following expenditures were excluded.

Claims & Damages
Easements
Employee Expenses (salary, medical benefits, expense reimbursements, performance awards, petty cash, dividend payments, etc.)
Employee Garnishments
Employee Tuition Reimbursement Benefits
Fines & Penalties
Inter-Entity Payments
Natural Gas Capacity Contracts
Organization Membership Dues
Other Fees for Utility Services (natural gas, electric, water and telephone)
Parent, Associated and/or Subsidiary Companies (charges for services rendered to the parent, i.e., accounting, engineering, tax, advertising costs, etc.)
Payments to Government Entities (taxes, street opening fees, license fees, permits, etc.)
Philanthropic Contributions
Pipeline Transmission (Interstate/Intrastate)
Power or Commodity Purchases (natural gas and/or electricity for resale or nuclear fuels)
Purchase or Lease of Real Property (including lease buy-outs)
Purchases from Foreign Owned Companies Outside of the U.S. (that do not add value to a product once shipped to the U.S. or manufacture a product in the U.S.)
Rail Transportation
Revenue Accounts (refunds due customers)
U. S. Post Office

Supply Chain Procurement Categories

Supported by the AGL Resources Supply Chain organization, Nicor Gas' procurement activities span across all categories of the business. The Supply Chain and Supplier Diversity teams are aligned with each department and partner on all procurement activities in support of the entire company. For the purpose of categorizing procurement activity, we have established six primary categories:

- Professional & Technical Services
- Pipeline & Construction Services
- Materials
- Facilities
- Fleet
- Other

V. Supplier Diversity Goals

2014 Initiatives

As a corporate policy, we seek to develop relationships with diverse businesses and maximize their potential to partner and grow their business with our company. The Supply Chain team facilitates sourcing, procurement, and contracting for products and services and engages in long-term contracts to meet the goals of the business. Our supplier diversity goals for 2014 were developed using an aggressive approach over the prior year's results and our projected spend level for the coming year coupled with our plans to develop additional qualified diverse partners over the course of the year. To help us reach our goals, the following internal and external initiatives were implemented in 2014.

Internal Initiatives

- Supplier diversity goals and performance objectives were established for leaders across all AGL Resources business units.
- We established performance improvement targets to expand our development and utilization of MWVBEs across the enterprise. We are committed to achieving a minimum of 20 percent of our overall AGL Resources spend with minority-, women- and veteran-owned businesses by 2016.
- Enhanced our Supplier Diversity team by hiring a seasoned practitioner with more than 15 years of industry experience to provide strategy, direction and execution at Nicor Gas and identifying and developing diverse suppliers for our infrastructure development projects, including *Investing in Illinois: A Nicor Gas System Improvement Initiative*. Additionally, an experienced energy industry analyst was added to the team to manage our reporting and analytics processes.
- Supplier diversity initiatives are a corporate value-add for our company. Our ongoing efforts are led by executives at all levels in the organization. Supplier Diversity leadership presented semi-annually to the AGL Resources Board of Directors and also met with executives, decision makers and business leaders from all areas of the company to analyze opportunities for diverse suppliers and review their performance results. We also promote our commitment to supplier diversity among our general employee base – helping ensure that they consider diverse businesses when making purchases. In addition, our CEO provides supplier diversity performance updates to all employees during his quarterly meetings.
- Nicor Gas president, Beth Reese, served on several panel discussions and delivered keynote addresses to many diversity-focused organizations in Illinois, including: The Business Leadership Council and the Chicago Minority Supplier Development Council as well as at the National Black Chamber of Commerce Convention and the Illinois Department of Commerce & Economic Opportunity Women Business Owners Symposium.
- Training was provided to our Supply Chain team as well as leaders across the organization to ensure their familiarity and alignment with our corporate diversity initiatives.

- Employees within the Supply Chain team were provided specific supplier diversity-related individual performance objectives to ensure their alignment with advocacy and procurement efforts by engaging diverse suppliers in request-for-proposals.
- We engaged with Nicor Gas' employee resource groups – Inspire (women) and En Rapport (African American) – to develop strategies around supporting supplier diversity initiatives.

External Initiatives

- The Supplier Diversity team partnered with advocacy groups, elected officials, peer utilities and leaders across the business to host three supplier diversity summits to provide education, transparency and access to opportunities for increasing diverse supplier participation at Nicor Gas. More than 500 diverse suppliers from across the country attended these events, which were led by business unit leaders..
- In 2014, we expanded our partnerships with three diverse Illinois-based companies through our Supplier Diversity Business Development Program. Our mentoring, combined with management consultations, education and training has allowed these businesses to expand their service offerings and broaden their presence into other AGL Resources business units as prime partners. We are currently working with numerous other businesses to guide them through the Supplier Diversity Business Development Program pipeline.
- We partnered with the Chicago Urban League to develop a portal that connects diverse suppliers with opportunities offered by companies in Illinois, while also providing companies with information on available diverse suppliers. The new portal is available at contractsandconnections.com.

Participation in Diversity Organizations

The initiatives we are implementing are part of our greater effort to educate and inform potential partners about opportunities with our company and highlight resources that may be mutually beneficial. But we cannot implement these programs alone; we must work with community partners to meet our goals. Partnerships that Nicor Gas developed or hosted events for in 2014 include: Chicago Minority Supplier Development Council, Women's Business Development Center, Federation of Women Contractors, Chicago United, Chicago Urban League, Hispanic American Construction Industry Association, Business Leadership Council, Illinois Black Chamber of Commerce, Illinois Hispanic Chamber of Commerce, Korean American Community Services and the Women's Business Owner Symposium.

In 2014, Nicor Gas supported the efforts of organizations that promote the interests of small, women-owned, minority-owned or veteran-owned businesses, including the following:

- American Association of Blacks in Energy – local and national level
- Asian American Coalition of Chicago
- Chicago Minority Supplier Development Council
- Chicago United
- Chicago Urban League
- Edison Electrical Institute

- Hispanic American Construction Industry Association
- Illinois Black Chamber of Commerce
- Illinois Hispanic Chamber of Commerce
- Korean American Community Services
- National Minority Supplier Development Council
- National Association of Regulated Utility Commissioners - Utility Marketplace Access Subcommittee Meeting
- Women's Business Development Center

Participation in Supplier Diversity Conferences and Trade Shows

In addition, Nicor Gas actively participated in many events which gave the company an opportunity to develop relationships and identify qualifying businesses. These events included the following:

- American Association of Blacks in Energy National Conference
- Chicago Minority Supplier Development Council Business Opportunity Fair
- Chicago United Changing Color of Leadership Conference
- Illinois Black Chamber of Commerce Annual Conference
- Illinois Legislative Latino Caucus Foundation Annual Conference
- National Minority Supplier Development Council Conference and Business Opportunity Fair
- National Veterans Small Business Engagement
- Women's Business Development Center – Chicago Annual Entrepreneurial Conference
- Women's Business Owner Symposium

2015 Initiatives

As we develop our future goals, our Supplier Diversity team will build upon our foundation of advocacy, development, procurement and reporting and work to identify, engage, develop and increase the utilization of diverse suppliers who provide quality along with competitive pricing and services.

Plan to Increase Participation

- We will continue to partner with local elected officials and key business and community organizations to further our advocacy through Nicor Gas Supplier Diversity Summits.
- We will continue to develop our Prime Partner Pipeline to engage our prime suppliers in their development and utilization of diverse suppliers.
- We will leverage the feedback from our partner survey to develop training and educational opportunities for our current and prospective partners to enable them to more successfully compete in Nicor Gas bid opportunities.

- We will continue to work with our key diverse partners in exploring opportunities for joint-ventures, mergers and acquisitions and other partnerships to help build scale.

Plan to Increase Goals

- We will continue to hold ourselves accountable for achieving meaningful progress by establishing aggressive goals and performance targets that align with our corporate objective of increasing diverse spend to 20 percent with MWVBEs by 2016.
- Our overall MWV/SBE goals for 2015 are as follows:

2015 Diverse Spend Targets				
MBE	WBE	VBE	SBE	Total Diverse
8.56%	7.52%	0.56%	9.14%	25.78%

- At Nicor Gas, we have established the following goals for MWVBE inclusion:
 - Short-term – 16.64 percent of our overall spend for goods and services
 - Mid-term – 20.00 percent of our overall spend for goods and services
 - Long-term – 25.00 percent of our overall spend for goods and services
- In order to meet our goals, we will leverage the full breadth of our Supplier Diversity team in partnership with company leaders, advocacy organizations and other key external stakeholders to advance the development and utilization of diverse suppliers across all departments.
- We will continue to develop strategic relationships with diverse suppliers who align with our sourcing needs and business objectives, specifically targeting underutilized fields, including professional and technical services.
- We will continue to facilitate informational sessions with company leaders, supply chain practitioners, prime suppliers and potential diverse subcontractors to create awareness and access to upcoming procurement activities.
- We will continue to benchmark best practices from industry leading supplier diversity programs to ensure we are developing and incorporating best-in-class policies, structure and outcomes.

Plan to Alert and Encourage Potential Vendors

In addition to continuing our relationships with the agencies and organizations we engaged in 2014, we will expand our outreach efforts by collaborating with organizations that help diverse businesses become stronger and more successful. In 2015, we will expand or enhance relationships with the following:

- Through our engagement and partnership with the Illinois Utility Business Diversity Council, the Illinois Energy Association, the Illinois Commerce Commission and other key stakeholders, we will establish a base of collaboration, collective advocacy, focused development and best practices. We believe these relationships will lead to increased development, sharing of and utilization of diverse suppliers across our Supply Chain categories.
- Nicor Gas will continue to host advocacy events (i.e. Supplier Diversity Summits) along with key advocacy organizations to meet qualified diverse suppliers and apprise them of upcoming and ongoing opportunities to do business directly with Nicor Gas and our prime partners.
- We will work with our prime partners to identify current diverse subcontractors to generate leads for prime contracting opportunities.
- We will host networking and matchmaking events to promote prime and subcontracting opportunities to diverse businesses in Illinois.
- We will continue to cultivate relationships and nurture suppliers aligned with our Supplier Diversity Business Development Program as a means to enhance procurement opportunities through training and mentoring, while providing greater exposure to upcoming bids across the AGL Resources enterprise.

VI. Areas of Procurement for 2015

As we continue to progress toward our goals, the Nicor Gas leadership and Supplier Diversity teams will continue to think creatively and work diligently to attract and advance diverse suppliers across all categories throughout our business. We will work with diverse businesses that understand our commitment to operating in a safe, effective and efficient manner as we are guided by the pillars of advocacy, development, procurement and reporting.

In 2015, we will host Professional Services Summits for Nicor Gas, highlighting the wide variety of professional and technical opportunities available in our business and throughout the natural gas industry. Much like the structure and focus of our current summits, we will continue to partner with advocacy organizations to identify diverse businesses capable of supporting our business. We will also work with our existing diverse suppliers to develop and expand relationships throughout the communities we serve. Finally, we will continue to leverage and drive our prime suppliers to increase inclusion with diverse suppliers through subcontracting opportunities.

Our Professional Services Summits will include the following categories of diverse business participation: legal services, financial services, staffing services, human resources and benefits,

insurance, marketing and print services, information technology, consulting, architectural, office and administrative supplies, along with other corporate services.

VII. Challenges Finding Quality Vendors

Challenges Faced

In December 2014, we developed a short survey that was provided to all participants who attended our summit events throughout the past year. The purpose of the survey was to assess the overall performance of our supplier diversity initiative. We strive to provide a robust educational and development platform in support of diverse business growth and we know that our partners' voice must be a part of that process. The feedback and observations we received are summarized below:

- Access to capital required to grow to scale
- Costly insurance requirements for prime partners and subcontractors
- Reluctance of prime contractors to engage in supplier diversity initiative
 - Fear of creating competition – losing business
 - Belief that expanding and diversifying their supplier base will cost more
- Limited number of diverse construction firms with natural gas distribution experience
- Inability of smaller diverse construction firms to be competitive with larger non-diverse firms
- Unwillingness of smaller diverse construction firms to grow beyond current capacity

VIII. Certifications Accepted

Recognized Certifications

- National Minority Supplier Development Council and its regional affiliates
- Women's Business Enterprise National Council and its regional affiliates
- National Women Business Owners Corporation (NWBOC)
- U.S. Department of Veterans Affairs
- U.S. Small Business Administration's 8(a) Program
- U.S. Pan Asian American Chamber of Commerce
- State and County Department of Transportation
- City certifications
- County certifications
- State certifications
- Other third-party certifications

IX. Point of Contact

Company Contact – Nicor Gas

Berlon Hamilton
Director, Supplier Diversity
bhamilto@aglresources.com
(630)388-3216

Jerrold Hill
Managing Director, Supplier Diversity
jhill@aglresources.com
(404)584-3613

For information on how to register as a MWVSBE with Nicor Gas (AGL Resources), please visit the [Supplier Registration](#) site on the “About Us” tab of the AGL Resources website.

X. Business Partner Success Stories

Minority Business Enterprises

Valdes Engineering:

Melissa Rasper

Valdes Engineering Company (Valdes) is a 23 year old, Hispanic-owned engineering firm that provides engineering, project management, procurement, and construction management services to the oil & gas processing, oil & gas pipelines, power generation and chemical processing industries. Valdes has grown its business by focusing its efforts on establishing outstanding safety and quality programs. By incorporating those values into its business model, Valdes has grown from an initial 10 employees to 200 today.

Valdes began building its relationship with Nicor Gas and AGL Resources by attending supplier diversity events and building relationships that eventually led to meetings with key engineering personnel from the buying organizations. Once Valdes met with the engineering and project management decision makers, we were able to develop relationships and receive assignments for project work. Valdes' advice to other certified minority professional service providers is to attend supplier diversity events and reach out to the supplier diversity teams, because they are the pathways to the decision makers within the purchasing organizations.

Urban GIS:

Keith Searles and Adam Biggam

Urban GIS, Inc. is a consulting firm specializing in providing Geographic Information Systems (GIS), urban planning, and asset management solutions. Our expertise and knowledge of engineering and infrastructure enable us to provide first-rate GIS and engineering support services for planning, design, and program management of large scale capital improvements.

Urban GIS, Inc. has more than four years of project experience with AGL Resources and Nicor Gas, as both a Tier 1 and Tier 2 vendor. Our relationship with the company developed as a result of mentoring, support and development provided by Burns and MacDonald. We currently have fourteen employees working in a variety of departments within AGL Resources and Nicor Gas, which includes GIS consultants, engineers, technicians, scientists and administrative assistants. These employees constitute more than 50 percent of our staff, and directly tied to the significant growth our company has experienced in recent years.

Our staff has met and exceeded the levels of training and safety required by AGL Resources and Nicor Gas. All applicable staff is required to undergo a 40 hour HAZWOPER with eight hour annual refresher courses each year. Moreover, staff is often trained to use level C contaminant facial respirators, and to properly use personal protective equipment.

Furthermore, we have, upon engagement with AGL Resources and Nicor Gas, substantially increased our level of insurance in a variety of areas, which has allowed us to work in multiple disciplines within AGL Resources and Nicor Gas, as well as other utility-based organizations. Both the insurance upgrades and safety training are two aspects of our business that were enhanced as a result of our engagement with AGL Resources.

We have been recognized on numerous occasions by senior Nicor Gas executives for our commitment to excellence and emergence as a value-add diverse supplier. This public recognition has generated additional contacts and leads with various organizations looking to expand their diverse supplier participation. Supplier Diversity staff at AGL Resources have directly connected us with other utility executives, in addition to other vendors that we could potentially partner with. This has resulted in a number of secondary opportunities beyond our direct engagement with AGL Resources.

In addition to our consulting efforts, we are actively fostering our partnership with AGL Resources and Nicor Gas by assisting other diverse suppliers in developing a relationship with AGL Resources. Our advice to these businesses is to: 1.) attend the various AGL events where they can meet key decision makers, 2.) do an in-depth analysis of how their service offering can specifically benefit the company, and 3.) to simply stick with it, and know that it may take some time to gain momentum within the organization, but it is well worth it in the end.

Nurturing networks and relationships with key individuals at AGL Resource and Nicor Gas has offered us the opportunity to prosper as a company, as well as formulate a long-term, working partnership. It has prepared us and qualified us to work with other utilities that we would have otherwise not been positioned to work with. Our experience with AGL Resources has also afforded us the opportunity for great exposure through speaking engagements at energy conferences with a national audience of utility companies. Our relationship with AGL Resources has had an immeasurable overall positive effect on our company.

President Keith A. Searles of Urban GIS, Inc. states, "It has been a pleasure to work with AGL Resources and Nicor Gas over the last four years. Urban GIS would not have had the opportunity to grow so rapidly and expand into other geographic and service areas without the unwavering commitment and proactive supplier diversity measures of AGL Resources and Nicor Gas. We are proud to support the company and its supplier diversity program through actively engaging its leadership and partners."

Thorpe Energy Services:

Thorpe Energy Services was contracted as a Tier 2 supplier in support of Nicor Gas' energy efficiency program. Thorpe provides energy assessments for multi-family buildings and installs energy-saving devices, such as programmable thermostats and low-flow shower heads, in multi-family units as a part of this program.

Recently, Nicor Gas staff and Thorpe Energy Services certified trainers partnered to coach and mentor newly hired local employees to ensure quality service and installation for customers participating in the energy efficiency program. As a result of this coaching, curriculum was developed which included training opportunities on installation and customer service, detailing out specific requirements of the program and areas for improvement.

The training cemented a protocol for training requirements for new staff including one week of classroom and field training and two weeks of shadowing by the utility staff. Through this collaborative effort, Thorpe was able to improve the quality of services by the local workforce, positioning them to be a stronger partner to Nicor Gas as well as other utilities they provide these services for.

Populus Group:

John Hopkins

Populus Group provides employment solutions, such as payroll, staffing, immigration, and independent contractor compliance services. Our company is built on one belief: everyone deserves the opportunity to succeed.

To help our customers be successful, we seek to understand each client's unique problems before presenting a solution. By learning what is important to our clients – be it compliance, cost savings, or driving talent retention – we ensure that we can deliver on our promises.

This has been the foundation of our relationship with Nicor Gas over the last two years, and allowed both Nicor Gas and Populus Group to achieve success and growth. For Populus Group, this means being able to leverage our compelling track record with Nicor Gas to grow and strengthen our presence in the Chicago market.

Our relationship with Nicor Gas is best described as transparent and candid. If we were to offer advice to other vendors, it would be to strive for that. We've found that being receptive to feedback and encouraging it allows a level of trust to develop that is uncommon amongst many business partners.

Women Business Enterprises

Trice Construction:

Stephanie Hickman

Trice Construction Company, founded in 1967, self performs a wide range of cast-in-place concrete construction services including heavy civil, structural, flatwork and pavement restoration work in the energy, infrastructure and vertical markets. Our expanded service offerings include gas service work and civil manhole repairs.

Several years ago, Trice Construction Company began introducing its services to Nicor Gas. We submitted our first bid in 2007 for work at the Nicor Gas Bloomington facility. In reality, we were not quite ready to work outside Chicagoland. Over the next several years, we continued to call upon Nicor Gas to understand their needs and contracting strategy and to ensure Nicor Gas was updated regarding the growth and expansion of Trice Construction Company. In 2011, Trice was awarded a small project as a subcontractor on the construction of the Glen Ellyn facility. As of 2014, we are a prime contractor with Nicor Gas performing pavement restoration services.

As a prime contractor to other utilities, our safety, training, and insurance programs were aligned with the Nicor Gas requirements. As former utility professionals, our safety programs continue to be informed by this experience.

We are pleased to be a key partner and have projected that our relationship with Nicor Gas will lead to growth of Trice Construction Company as we expand our current scope of work and identify new service offerings to support the *Investing in Illinois* program.

Our advice to other vendors is to stay the course. You must be diligent in your approach to doing business with Nicor Gas. You must be knowledgeable about the industry. Join and participate in industry associations. Build relationships with the company team members. Join the American

Association of Blacks in Energy. Be visible by participating in important community-based organizations and other utility-sponsored activities.

McNDT:

Cindy McCain

McNDT Pipeline, LTD. was established in September 1992. The company provides non-destructive testing, inspection, calibration and consultation services to a number of industries.

Since incorporation, Nicor Gas, or Northern Illinois Gas at the time, has been a valued client. Through the years, Nicor Gas has been a major client, providing more than 50 percent of McNDT's sales some years.

Understanding the need for better quality, higher efficiency and safer job sites, Nicor Gas has accepted and embraced McNDT's digital technology long before other industry leaders. While the use of digital technology is growing, Nicor Gas has been utilizing our technology for more than 10 years. Additionally, the relationship McNDT has established with Nicor Gas has paved the way for new business relationships. Recently, McNDT Pipeline, LTD. was invited to bid on and awarded a nondestructive testing service contract with AGL Resources in Atlanta. Through diversity events hosted by Nicor Gas, we have connected with and established business relationships with Intren and NPL. Without these diversity events, it would be difficult to meet face-to-face with decision makers from Nicor Gas and large contractors.

As a small woman-owned business, McNDT Pipeline, LTD. continues to value the relationship with Nicor Gas. Through this relationship our business has expanded within Nicor Gas territory and beyond the Midwest. McNDT Pipeline, LTD is proof that supplier diversity programs are essential to identifying and vetting qualified small diverse contractors capable of providing services to large corporations.

Intren:

Loretta Rosenmayer

With diversity, inclusion and employee empowerment as top company values, utility solutions partner, INTREN, Inc. has found a meaningful way to help change lives and assist fellow Minority/Women Business Enterprises (MWBE) succeed in the construction industry and beyond. For INTREN, having a positive impact on customers and the community starts with paving the way for future construction professionals eager to do the same.

INTREN began working for Nicor, Inc. in 2005 on the Mercury Testing Program and then moved into corrosion protection and installing anodes in 2006. Nicor, Inc. continually looked for new opportunities to work with us such as storage field welding, shoring and maintenance projects. Over the years, our business with Nicor, Inc. has been small but stable, that is until 2015 when we were awarded a \$4 million Copper Service Replacement Program.

The key to our success with Nicor Gas is bringing vacuum excavation to the Anode Project, thus saving Nicor Gas a substantial amount of money in restoration costs. Our beginnings with Nicor, Inc. 10 years ago led to other utilities believing in our capabilities helping fuel the growth of our Gas

Division with the acceptance by Peoples Gas. We won Peoples Gas Anode Project, which led to projects and opportunities on their Accelerated Main Replacement Program (AMRP), to the tune of \$14 million.

Matthew Turk, Executive Vice President, Business Development said, "Over the last 10 years, Nicor Gas has always looked for opportunities for MWBE contractors to grow their business with them ... and since their merger with AGL Resources, this commitment to MWBE opportunities has increased."

As a certified WBE, INTREN is committed to reinforcing the value of diversity inclusion at the corporate level as well. Through an official company mentoring program, they are able to embrace and add value to fellow MWBE organizations by educating them on MWBE guidelines and on diverse work types which will deliver more contractor options in the future. As a result of this mentoring program, INTREN approved 65 industry-related vendors or contractors; of those, 51 have been engaged as subcontractors on INTREN work and two progressed to achieve prime contractor status. For INTREN, these successes signify a promising future where diversity inclusion is a touchstone of the construction industry and where helping fellow companies succeed furthers INTREN's diversity mission.

Bridgeforth Wolf & Associates:

Donna Bridgeforth

Bridgeforth Wolf & Associates is a corporate gift and promotional products distributor. We pride ourselves on offering the best products at competitive prices with exceptional customer service.

We began working with Nicor Gas and AGL Resources in 2012. They have been a vital part of growing our business by 13 percent. We were hired to create the give-a-ways for the Nicor Gas Construction & Engineering Summit and we also attended the event as a participant. I was given access and the opportunity to meet department leaders to tell our story and show them exactly what we are capable of doing for their business. From these interactions we have grown. I am very thankful.

Veteran Business Enterprises

Residential Science Resources:

Mat Gates

Residential Science Resources was contracted as a Tier 1 supplier in support of Nicor Gas' energy efficiency program to provide implementation services for the new construction program to increase the number of single-family homes built at least 20 percent above the minimum energy efficiency code standards.

Working together, Nicor Gas staff learned that Residential Science Resources qualified as a veteran-owned company; however, they were not aware of the benefits of certification or the process to become certified as a veteran-owned business. Nicor Gas helped Residential Science Resources understand the value of certification, and mentored them through the process of certification. As a result, Residential Science Resources now has expanded opportunities to grow their business by securing contracts with government entities and other utilities also seeking veteran-owned businesses.

“Since Nicor Gas assisted us with acquiring our veteran owned business certificate, it has helped Residential Science Resources stand out as a preferred vendor in a variety of markets,” shared Mat Gates, Residential Science Resources founder and CEO.

XI. Illinois Commerce Commission Website

Section 5-117 of the Public Utilities Act 220 ILCS 5/5-117, effective on August 26, 2014, requires regulated gas, electric, and water utilities that have 100,000 customers or more to submit annual reports “on all procurement goals and actual spending for minority-owned, women-owned, veteran-owned, and small business enterprises in the previous calendar year,” and the utilities’ plan for implementing and realizing their goals for the following year.

Section 5-117(f) requires that the ICC publish on its website:

1. A list of the points of contacts for the utilities;
2. The annual reports for a period of 5 years; and
3. A list of the certifications recognized and accepted by the utilities.

Section 5-117 reports are due annually on April 15, beginning in 2015. Section 5-117 also requires the ICC and participating utilities to hold an [Annual Policy Meeting](#) that is open to the public on the subject of supplier diversity. The policy meeting will follow submission of the April 15 reports.

The 2015 Annual Policy Meeting will be held at 1:00pm on June 11, 2015 at the Illinois Commerce Commission, State of Illinois Building at 160 North LaSalle Street; Chicago, IL 60601.

For more information on Nicor Gas’ Annual Supplier Diversity Reports, please visit the ICC Supplier Diversity webpage at <http://www.icc.illinois.gov/filings/mwvs/>

Appendix 1: Invitation from the Nicor Gas May 2014 Construction and Engineering Summit
Appendix 2: Promotional flier from the Nicor Gas August 2014 Pathways to Building Relationships Workshop
Appendix 3: Promotional flier from the Nicor Gas December 2014 Women in Construction and Engineering Operations Summit
Appendix 4: Summit photos

Appendix 1

You're Invited to Attend The Nicor Gas Construction & Engineering Summit for Diverse Suppliers



Thursday, May 1, 2014 9:00 a.m. – 2:00 p.m.
Nicor Gas Facility, 90 North Finley Road, Glen Ellyn, IL

Beginning in 2015, Nicor Gas will commit to an unprecedented level of new natural gas infrastructure improvements across our footprint in Northern Illinois. Over the life of this nine-year program, Nicor Gas workers and our contractors will focus on replacing thousands of miles of existing natural gas main, upgrading more than 1,000 services from low to high pressure systems in targeted communities and numerous other projects designed to improve our natural gas system that delivers safe and reliable natural gas for our 2.2 million customers.

This work will require expanding our relationships with current contractors, vendors and suppliers and initiating many new business partnerships. We would like to invite you to a Construction & Engineering Summit specially designed for you to get first-hand information about the proposed scope and the potential business opportunities that this accelerated capital natural gas infrastructure investment program will create.

Participation will be limited to contractors and suppliers with experience in the following professions:

- Construction Equipment Sales and Service
- Corrosion Monitoring Services
- Disposal
- Engineering Design
- Environmental Engineering Services
- Excavating
- GIS
- Inspection Services
- Land Surveying
- Landscaping & Paving
- Meter Installation and Maintenance
- Permitting
- Plumbing
- Sub-Surface Utility Engineering
- Traffic Control
- Trucking
- Underground and Pipeline Maintenance

Pre-registration by April 24, 2014 is required via:

<http://affiliate.nmsdc.org/chicagomsdc/app/template/eventMgmt/%2CEventView.vm/id/2172>

For more information, please contact:

Pat Eaves-Heard, Manager Supplier Diversity, Nicor Gas
peaves@aglresources.com or 630-816-0144



Appendix 2

Nicor Gas presents: Exploring Opportunities for Diverse Contractors and Suppliers



Pathways to Building Business Relationships Workshop



Hosted by: State Senator Martin A. Sandoval - 11th Legislative District

Participating Legislative and Municipal Leaders:

Representative Elizabeth Hernandez
Representative Camille Lilly
Representative Emmanuel "Chris" Welch
Cicero Town President Larry Dominick

Pathway Panel #1

Understanding how to do business with Nicor Gas and AGL Resources

Pathway Panel #2

Finding the resources to help build and grow your business: Hispanic American Construction Industry Association, Federation of Women Contractors, Suburban Minority Contractors Association

Interactive Break-Out Sessions

- Certifications 1.0: Why Get Certified and Which Certification Works Best for Your Business?
- Tier 2 Contracting: What Are Prime Utility Contractors Looking For?
- Construction, Engineering, Professional Services and other opportunities at Nicor Gas
- Telling Your Business Story (3 minute capabilities sessions with the Nicor Gas Supply Chain Representatives)



Thursday, August 7, 2014
8:30 a.m. – 2:00 p.m.

Cicero Community Center
2250 S 49th Ave
Cicero, IL 60804

Registration Required

nicorgaspresents.eventbrite.com

Please bring a statement of contracting or supplier capabilities that highlights your business experience.

Free Event
Networking Breakfast & Lunch

For more information please contact:

Pat Eaves-Heard
Manager Supplier Diversity
peaves@aglresources.com
630.816.0144

Appendix 3

Nicor Gas presents:
**Women in Construction & Engineering
Utility Operations Summit**



Beginning in 2015, Nicor Gas will be making infrastructure improvements across our footprint in Northern Illinois. This work will require expanding our relationships with current contractors, vendors and suppliers and initiating many new business partnerships. We invite you to a Construction & Engineering Forum specially designed to provide first-hand information about the proposed scope and the potential business opportunities that this accelerated capital investment program will create.

Participation will be limited to contractors and suppliers with experience in the following:

Engineering Design
Environmental Remediation (PS&S)
Facilities Construction
Second Tier Underground Construction
Hauling and Trucking
Landscape and Paving
Meter Activations
3-year Meter Inspections/Painting
Locate and Leak Survey Contractors
Underground & Pipeline Construction

Interactive Break-Out Sessions

- Nicor Gas opportunities in Construction, Engineering and more
- Telling Your Business Story
(3-minute capabilities roundtable with the Nicor Gas Supply Chain Representatives)



EVENT DETAILS

Thursday, December 18, 2014
8:30 a.m. – 2 p.m.
1844 Ferry Road
Naperville, IL 60506

REGISTRATION

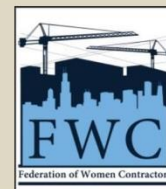
Pre-register by December 12, 2014:
<http://www.wbdc.org/events/upcomingworkshopsevents/tabid/107/ctl/viewdetail/mid/765/itemid/674/d/20141218/Women-in-Construction-Utility-Summit.aspx>

NOTES

Free Event
Networking Breakfast & Lunch

Please bring a statement of contracting or supplier capabilities that highlights your business experience.

For more information:
Pat Eaves-Heard
Manager, Supplier Diversity
peaves@aglresources.com
630-816-0144



Appendix 4



